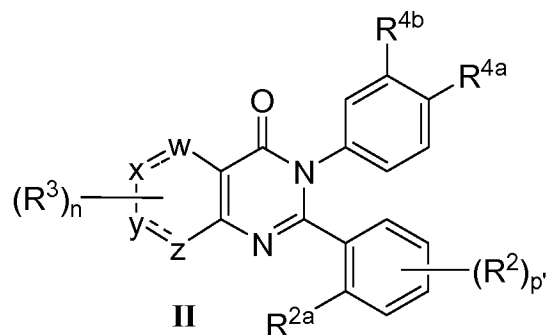


In the claims:

1. Cancelled
2. (Currently amended) The compound ~~according to Claim 1~~ of the formula II:



wherein ~~a, w, x, y, z, dashed line, R³, R⁴, R⁶ and R⁷ are defined as in Claim 1 for the compound of the Formula I; and~~

w, x, y and z are independently selected from CH or CH₂;

a dashed line represents an optional double bond;

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

n is 0 to 2;

r is 0 or 1;

s is 0 or 1;

n is 0 or 1;

p' is 0 to 2;

R² is selected from:

- 1) (C=O)_aC₁-C₁₀ alkyl,
- 2) (C=O)_aaryl,
- 3) (C=O)_aNR⁶R⁷,
- 4) (C=O)_aC₃-C₈ cycloalkyl,
- 5) (C=O)_aheterocyclyl,

- 6) $\text{SO}_2\text{NR}^6\text{R}^7$, and
- 7) $\text{SO}_2\text{C}_1\text{-C}_{10}$ alkyl,

said alkyl, aryl, cycloalkyl, and heterocyclyl is optionally substituted with one or more substituents selected from R^4 ;

R^{2a} is selected from: halogen and $(\text{C}_1\text{-C}_6)\text{alkyl}$; and

R^3 is selected from:

- 1) $(\text{C}=\text{O})_a\text{O}_b\text{C}_1\text{-C}_{10}\text{alkyl}$,
- 2) $(\text{C}=\text{O})_a\text{O}_b\text{aryl}$,
- 3) $(\text{C}=\text{O})_a\text{O}_b\text{C}_2\text{-C}_{10}\text{alkenyl}$,
- 4) $(\text{C}=\text{O})_a\text{O}_b\text{C}_2\text{-C}_{10}\text{alkynyl}$,
- 5) CO_2H ,
- 6) halo,
- 7) OH ,
- 8) $\text{O}_b\text{C}_1\text{-C}_6\text{perfluoroalkyl}$,
- 9) $(\text{C}=\text{O})_a\text{NR}^6\text{R}^7$,
- 10) CN ,
- 11) $(\text{C}=\text{O})_a\text{O}_b\text{C}_3\text{-C}_8\text{cycloalkyl}$,
- 12) $(\text{C}=\text{O})_a\text{O}_b\text{heterocyclyl}$,
- 13) $\text{SO}_2\text{NR}^6\text{R}^7$, and
- 14) $\text{SO}_2\text{C}_1\text{-C}_{10}\text{alkyl}$,

said alkyl, aryl, alkenyl, alkynyl, cycloalkyl, and heterocyclyl is optionally substituted with one or more substituents selected from R^4 ;

R^4 is selected from:

- 1) $(\text{C}=\text{O})_a\text{O}_b\text{C}_1\text{-C}_{10}\text{alkyl}$,
- 2) $(\text{C}=\text{O})_a\text{O}_b\text{aryl}$,
- 3) $\text{C}_2\text{-C}_{10}\text{alkenyl}$,
- 4) $\text{C}_2\text{-C}_{10}\text{alkynyl}$,
- 5) $(\text{C}=\text{O})_a\text{O}_b\text{heterocyclyl}$,
- 6) CO_2H ,
- 7) halo,
- 8) CN ,
- 9) OH ,
- 10) $\text{O}_b\text{C}_1\text{-C}_6\text{perfluoroalkyl}$,

- 11) $\text{O}_a(\text{C}=\text{O})_b\text{NR}^6\text{R}^7$,
- 12) oxo,
- 13) CHO,
- 14) $(\text{N}=\text{O})\text{R}^6\text{R}^7$, or
- 15) $(\text{C}=\text{O})_a\text{O}_b\text{C}_3\text{-C}_8$ cycloalkyl,
- 16) $\text{SO}_2\text{C}_1\text{-C}_{10}$ alkyl,
- 17) $\text{SO}_2\text{NR}^6\text{R}^7$,

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one or more substituents selected from R⁵:

R^{4a} and R^{4b} are independently selected from: hydrogen, halogen and (C₁-C₆)alkyl, provided that at least one is not hydrogen, or

R^{4a} and R^{4b} are combined to form a diradical selected from -CH₂CH₂CH₂CH₂-, -CH₂CH₂CH₂-, -CH=CH-O- and -CH=CH-N-

R⁵ is selected from:

- 1) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_1\text{-C}_{10})$ alkyl,
- 2) $\text{O}_r(\text{C}_1\text{-C}_3)$ perfluoroalkyl,
- 3) $(\text{C}_0\text{-C}_6)$ alkylene-S(O)_mR^a,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_2\text{-C}_{10})$ alkenyl,
- 9) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_2\text{-C}_{10})$ alkynyl,
- 10) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_3\text{-C}_6)$ cycloalkyl,
- 11) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)$ alkylene-aryl,
- 12) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)$ alkylene-heterocyclyl,
- 13) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)$ alkylene-N(R^b)₂,
- 14) C(O)R^a,
- 15) $(\text{C}_0\text{-C}_6)$ alkylene-CO₂R^a,
- 16) C(O)H,
- 17) $(\text{C}_0\text{-C}_6)$ alkylene-CO₂H, and
- 18) C(O)N(R^b)₂,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and N(R^b)₂:

R⁶ and R⁷ are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)O_baryl,
- 5) (C=O)O_bheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

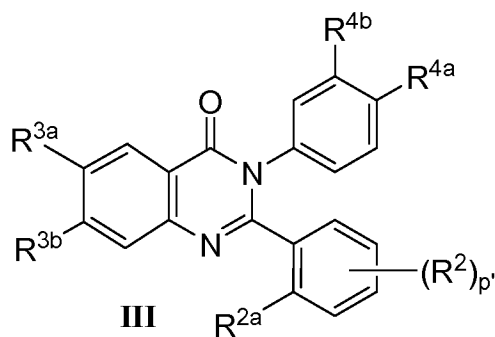
said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R⁵, or

R⁶ and R⁷ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R⁵

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, (C₁-C₆)alkyl-NR^a₂, (C₁-C₆)alkyl-NH₂, (C₁-C₆)alkyl-NHR^a, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a.

3. (Original) A compound of the formula III, or a pharmaceutically acceptable salt or stereoisomer thereof,



wherein

b is 0 or 1;

m is 0, 1 or 2;

p' is 0 to 2;

r is 0 or 1;

s is 0 or 1;

R² is (C₁-C₆)alkylene-NR⁶R⁷; said alkylene is optionally substituted with up to three substituents selected from OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, and NR⁶R⁷;

R^{2a} is selected from: halogen and (C₁-C₆)alkyl;

R^{3a} and R^{3b} are independently selected from: hydrogen and halogen; and

R^{4a} and R^{4b} are independently selected from: hydrogen, halogen, and (C₁-C₆)alkyl, provided that at least one is not hydrogen;

R⁵ is selected from:

- 1) (C=O)_rO_s(C₁-C₁₀)alkyl,
- 2) O_r(C₁-C₃)perfluoroalkyl,
- 3) (C₀-C₆)alkylene-S(O)_mR^a,
- 4) oxo,
- 5) OH,
- 6) halo,
- 7) CN,
- 8) (C=O)_rO_s(C₂-C₁₀)alkenyl,

- 9) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_2\text{-C}_{10})\text{alkynyl}$,
- 10) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_3\text{-C}_6)\text{cycloalkyl}$,
- 11) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-aryl}$,
- 12) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-heterocyclyl}$,
- 13) $(\text{C}=\text{O})_r\text{O}_s(\text{C}_0\text{-C}_6)\text{alkylene-N(R}^b)_2$,
- 14) C(O)R^a ,
- 15) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{R}^a$,
- 16) C(O)H ,
- 17) $(\text{C}_0\text{-C}_6)\text{alkylene-CO}_2\text{H}$, and
- 18) $\text{C(O)N(R}^b)_2$,

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH, $(\text{C}_1\text{-C}_6)\text{alkoxy}$, halogen, CO_2H , CN, $\text{O(C}=\text{O)C}_1\text{-C}_6\text{ alkyl}$, oxo, and $\text{N(R}^b)_2$;

R^6 and R^7 are independently selected from:

- 1) H,
- 2) $(\text{C}=\text{O})\text{O}_b\text{C}_1\text{-C}_{10}\text{ alkyl}$,
- 3) $(\text{C}=\text{O})\text{O}_b\text{C}_3\text{-C}_8\text{ cycloalkyl}$,
- 4) $(\text{C}=\text{O})\text{O}_b\text{aryl}$,
- 5) $(\text{C}=\text{O})\text{O}_b\text{heterocyclyl}$,
- 6) $\text{C}_1\text{-C}_{10}\text{ alkyl}$,
- 7) aryl,
- 8) $\text{C}_2\text{-C}_{10}\text{ alkenyl}$,
- 9) $\text{C}_2\text{-C}_{10}\text{ alkynyl}$,
- 10) heterocyclyl,
- 11) $\text{C}_3\text{-C}_8\text{ cycloalkyl}$,
- 12) SO_2R^a , and
- 13) $(\text{C}=\text{O})\text{NR}^b_2$,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R^5 , or

R^6 and R^7 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R^5 ;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, (C₁-C₆)alkyl-NR^a₂, (C₁-C₆)alkyl-NH₂, (C₁-C₆)alkyl-NHR^a, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a.

4. (Original) The compound according to Claim 3, or the pharmaceutically acceptable salt or stereoisomer thereof, wherein p', R^{2a}, R^{3a}, R^{3b}, R^{4a}, R^{4b} and R⁵ are as defined for Formula III in Claim 3 and

R² is (C₁-C₆)alkylene-NR⁶R⁷;

R⁶ and R⁷ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,
- 4) heterocyclyl,
- 5) C₂-C₁₀ alkenyl,
- 6) C₂-C₁₀ alkynyl, and
- 7) C₃-C₈ cycloalkyl,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one or more substituents selected from R⁵, or

R⁶ and R⁷ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one or more substituents selected from R⁵.

5. (Original) A compound selected from:

2-(2-bromophenyl)-3-(4-methylphenyl)quinazolin-4(3H)-one;

2-(2-bromophenyl)-3-(4-methylphenyl)-quinazolin-4(3H)-one;

2-(2-chlorophenyl)-3-(4-methylphenyl)-quinazolin-4(3H)-one;

2-(2,4-dichlorophenyl)-3-(4-methylphenyl)quinazolin-4(3H)-one;

2-(2-bromophenyl)-3-(4-chlorophenyl)-quinazolin-4(3H)-one;

2-(2-bromophenyl)-3-(3-fluoro-4-methylphenyl)-quinazolin-4(3H)-one;

3-(3a,7a-dihydro-1H-indol-5-yl)-2-(2-bromophenyl)-quinazolin-4(3H)-one;

6-chloro-2-(2-chlorophenyl)-3-(3-fluoro-4-methylphenyl)-quinazolin-4(3H)-one;

2-(2-chlorophenyl)-3-(3-fluoro-4-methylphenyl)quinazolin-4(3H)-one;

2-(2-methylphenyl)-3-(4-methylphenyl)-quinazolin-4(3H)-one;

7-chloro-2-(2-chlorophenyl)-3-(3-fluoro-4-methylphenyl)quinazolin-4(3H)-one;

2-(2-bromophenyl)-7-chloro-3-(3-fluoro-4-methylphenyl)quinazolin-4(3H)-one;

7-chloro-2-(2-chlorophenyl)-3-(1H-indol-5-yl)quinazolin-4(3H)-one;

2-(2-bromophenyl)-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

2-(2-bromophenyl)-3-(3-fluoro-4-methylphenyl)pyrido[2,3-d]pyrimidin-4(3H)-one;

2-(5-bromo-2-chlorophenyl)-7-chloro-3-(3-fluoro-4-methylphenyl)quinazolin-4(3H)-one;

2-(4-bromo-2-chlorophenyl)-7-chloro-3-(3-fluoro-4-methylphenyl)quinazolin-4(3H)-one;

2-(2-chlorophenyl)-3-(3-fluoro-4-methylphenyl)-5,6,7,8-tetrahydroquinazolin-4(3H)-one;

7-chloro-2-{2-chloro-3-[(dimethylamino)methyl]phenyl}-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one ;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-5-[(4-methylpiperazin-1-yl)methyl]phenyl} quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(methylamino)methyl]-phenyl} quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(4-methylpiperazin-1-yl)methyl]phenyl} quinazolin-4(3H)-one;

7-chloro-2-{2-chloro-3-[(ethylamino)methyl]phenyl}-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(isopropylamino)methyl]-phenyl} quinazolin-4(3H)-one;

7-chloro-2-{2-chloro-3-[(cyclobutylamino)methyl]phenyl}-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

2-[3-(azetidin-1-ylmethyl)-2-chlorophenyl]-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-3-(pyrrolidin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-3-{[(3S)-3-hydroxypyrrolidin-1-yl]methyl}phenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-3-{[(3S)-3-(methoxymethyl)pyrrolidin-1-yl]methyl}phenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(pyrrolidin-3-ylamino)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-3-(morpholin-4-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-3-(piperidin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

2-{3-[(4-aminopiperidin-1-yl)methyl]-2-chlorophenyl}-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(piperidin-4-ylamino)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-3-[(4-fluoropiperidin-1-yl)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-3-(piperazin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

2-{3-[(4-acetylpiperazin-1-yl)methyl]-2-chlorophenyl}-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-3-{[4-(methylsulfonyl)piperazin-1-yl]methyl}phenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-3-{[(2-hydroxyethyl)amino]-methyl}phenyl)quinazolin-4(3H)-one;

7-chloro-2-[2-chloro-3-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-3-{[(2-morpholin-4-ylethyl)amino]methyl}phenyl)quinazolin-4(3H)-one;

2-{3-[(3-aminopyrrolidin-1-yl)methyl]-2-chlorophenyl}-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-3-({[(1-methylpiperidin-3-yl)methyl]amino}methyl)phenyl]quinazolin-4(3H)-one;

2-(3-{[3-(aminomethyl)-1-methyl-1 λ 5-piperidin-1-yl]methyl}-2-chlorophenyl)-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

2-{3-[(benzylamino)methyl]-2-chlorophenyl}-7-chloro-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-5-[(4-methylpiperazin-1-yl)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-2-{2-chloro-5-[(ethylamino)methyl]phenyl}-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-5-[(isopropylamino)methyl]-phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-5-(pyrrolidin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-5-[(pyrrolidin-3-ylamino)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-5-(morpholin-4-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-5-(piperidin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-{2-chloro-5-[(piperidin-4-ylamino)methyl]phenyl}quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-[2-chloro-5-(piperazin-1-ylmethyl)phenyl]quinazolin-4(3H)-one;

7-chloro-3-(4-chloro-3-fluorophenyl)-2-(2-chloro-5-{[4-(methylsulfonyl)piperazin-1-yl]methyl}phenyl)quinazolin-4(3H)-one; and

7-chloro-2-[2-chloro-5-({[2-(dimethylamino)ethyl]amino}methyl)phenyl]-3-(4-chloro-3-fluorophenyl)quinazolin-4(3H)-one;

or a pharmaceutically acceptable salt thereof.

6. (Currently amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim ~~1~~2 and a pharmaceutically acceptable carrier.

7. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 3 and a pharmaceutically acceptable carrier.

8. (Currently amended) A method of treating or preventing cancer in a mammal in need of such treatment that is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim ~~1~~2.

9. Previously cancelled

10. (Original) A method of treating cancer or preventing cancer in accordance with Claim 8 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

11. (Original) A method of treating or preventing cancer in accordance with Claim 8 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

12.-20. Previously cancelled

21.-24. Cancelled

25.-28. Previously cancelled

29. Cancelled

30. Previously cancelled

31.-34. Cancelled